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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JULY 9, 1999

JOINT PETITION OF

BELL ATLANTIC CORPORATION

CASE NO. PUC990100

and

GTE CORPORATION

For approval of agreement  
and plan of merger

ORDER GRANTING MOTION TO MODIFY NOTICE AND MODIFYING CERTAIN  
DATES IN PROCEDURAL SCHEDULE

In a motion filed on July 8, 1999, counsel for Bell Atlantic Corporation ("BA") and counsel for GTE Corporation ("GTE") (collectively, "the Petitioners") request that the Commission modify ordering paragraph (16) of its June 24, 1999, Order for Notice and Hearing and Extending the Time for Review<sup>1</sup> to permit bill insert notice to be provided in the August cycle of customer bills rather than the July cycle. In support of their motion, the Petitioners state that they did not receive the above-referenced Commission Order in time to include such notice in customers' July bills. The Petitioners also note that

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<sup>1</sup> Ordering paragraph (16) states that:

On or before July 30, 1999, Petitioners shall have their subsidiaries, BA-VA and GTE South, send a notice to all customers, either by direct mail or as a bill insert, with at a minimum the following information:  
. . . . .

the direct mail alternative provided in ordering paragraph (16) "is inordinately costly and probably less likely to be read by customers."

NOW THE COMMISSION, having considered this matter, is of the opinion that the Petitioners' motion should be granted. We will modify ordering paragraph (16) of our June 24, 1999, Order to permit the Petitioners to provide notice to their customers in their August cycle of bills rather than the July cycle. We will also modify the date for receipt of comments from interested persons in the prescribed notice of ordering paragraph (16) and in ordering paragraph (6) to reflect a September 15, 1999, deadline. Accordingly,

IT IS ORDERED THAT:

(1) The Petitioners' motion requesting permission to provide the notice directed in ordering paragraph (16) in customers' August bill inserts is hereby granted.

(2) Ordering paragraph (16) of our June 14, 1999, Order shall be amended to reflect the following:

(16) The Petitioners shall have their subsidiaries, BA-VA and GTE South, send a notice to all customers, by bill inserts with the August billing, with at a minimum the following information:

NOTICE OF JOINT PETITION OF  
BELL ATLANTIC CORPORATION AND  
GTE CORPORATION FOR APPROVAL OF  
AGREEMENT AND PLAN OF MERGER  
CASE NO. PUC990100

Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") (collectively, "the Petitioners") filed a joint application with the State Corporation Commission requesting approval of a proposed transaction which would result in GTE becoming a wholly owned subsidiary of Bell Atlantic. The joint petition, if approved, would transfer control of GTE South Incorporated ("GTE South") from GTE Corporation to Bell Atlantic Corporation.

**THE PETITIONERS REPRESENT THAT THE OPERATING TELEPHONE SUBSIDIARIES IN VIRGINIA, BELL ATLANTIC-VIRGINIA ("BA-VA") AND GTE SOUTH, WILL CONTINUE TO OPERATE AS SEPARATE COMPANIES. THEREFORE, THE TRANSFER OF CONTROL OF GTE SOUTH, IF APPROVED BY THE COMMISSION, WILL NOT CHANGE THE TELEPHONE COMPANY PRESENTLY SERVING BA-VA OR GTE SOUTH CUSTOMERS.**

The Commission has scheduled a hearing to begin at 10:00 a.m. on Monday, October 25, 1999, in the Commission's Second Floor Courtroom in the Tyler Building, 1300 East Main Street, Richmond, Virginia, to receive evidence relevant to the proposed transaction.

Comments on this joint petition must be submitted in writing to Joel H. Peck, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before September 15, 1999, and shall refer to Case No. PUC990100. Any person desiring to make a statement at the public hearing, either for or against the joint petition, need only appear in the Commission's courtroom at 9:45 a.m. on the day of the hearing and identify himself or herself as a public witness to the Commission's bailiff.

BELL ATLANTIC CORPORATION AND GTE CORPORATION

(3) Ordering paragraph (6) of our June 24, 1999, Order shall be amended to reflect a September 15, 1999, deadline for the filing of comments by interested persons.

(4) This matter shall be continued generally.